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BLUEFLY INC
Form S-8 POS
July 30, 2004

As filed with the Securities and Exchange Commission on July 30, 2004

Registration No. 333-76079

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 5
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BLUEFLY, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

13-3612110
(I.R.S. Employer
Identification No.)

42 West 39th Street
New York, New York
(Address of Principal Executive
Offices)

10018
(Zip Code)

BLUEFLY, INC. 1997 STOCK OPTION PLAN
(Full title of the plan)

E. KENNETH SEIFF
Chief Executive Officer
Bluefly, Inc.
42 West 39th Street
New York, New York 10018
(212) 944-8000

RICHARD A. GOLDBERG, ESQ.
Swidler Berlin Shereff Friedman, LLP
405 Lexington Avenue
New York, New York 10174
(212) 973-0111

(Name, address and telephone number, including area code,
of agents for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.01 per share	2,000,000 shares	\$ 2.09	\$ 4,180,000	\$ 530

(1) Pursuant to Rule 416, this Registration Statement also covers such additional securities as may become issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) The securities registered hereby represent an addition to the 12,200,000 shares of common stock issuable under the Bluefly, Inc. 1997 Stock

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Option Plan which were registered previously on this Registration Statement.

- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act of 1933, as amended (the "Act"), solely for the purpose of calculation of the registration fee. To date none of the options to which these shares relate have been issued. Accordingly, the fee was calculated based on the average of the high and low price for shares of common stock, par value \$.01 per share, of the Registrant on the Nasdaq SmallCap Market on July 27, 2004 (\$2.09).

EXPLANATORY NOTES

This Amendment No.5 to Registration Statement on Form S-8 is being filed to register an additional 2,000,000 shares of the Registrant's common stock, \$.01 par value per share ("Common Stock"), issuable pursuant to the Registrant's 1997 Stock Option Plan (as amended to date, the "Plan"). The contents of the Registration Statement on Form S-8 (File No. 333-76079), filed with the Commission on April 12, 1999, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit Number.	Description.
4.1	Bluefly, Inc. 1997 Stock Option Plan, as amended to date.
5.1	Opinion of Swidler Berlin Shereff Friedman, LLP.
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Swidler Berlin Shereff Friedman, LLP (contained in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 5 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this 30th day of July, 2004.

BLUEFLY, INC.

By: /s/ E. Kenneth Seiff

E. Kenneth Seiff
Chief Executive Officer and Chairman
of the Board

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Titles	Date
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/s/ E. Kenneth Seiff ----- E. Kenneth Seiff	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 30, 2004
/s/ Patrick C. Barry ----- Patrick C. Barry	Chief Operating Officer and Chief Financial Officer (Principal Financial & Accounting Officer)	July 30, 2004
/s/ Melissa Payner-Gregor ----- Melissa Payner-Gregor	President and Director	July 30, 2004
* ----- Martin Miller	Director	July 30, 2004
* ----- Robert G. Stevens	Director	July 30, 2004
* ----- Neal Moszkowski	Director	July 30, 2004
* ----- David Wassong	Director	July 30, 2004
* ----- Josie Esquivel	Director	July 30, 2004
* ----- Alan Kane	Director	July 30, 2004

By: /s/ E. Kenneth Seiff

 E. Kenneth Seiff
 Attorney-In-Fact

EXHIBIT INDEX

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